

# **EXHIBIT C**

### Declaration of Henry C. Ahn

I, Henry C. Ahn, Executive Vice President, TV Networks Distribution, NBC Universal, Inc. ("NBCU"), have responsibility for negotiating agreements with multichannel video programming distributors ("MVPD") for carriage of the cable programming networks owned by NBCU, including Bravo, Chiller, CNBC, CNBC World, MSNBC, mun2, Sci Fi, Sleuth, Universal HD and USA Network, and the ten television broadcast stations affiliated with the NBC Television Network and under common ownership and control with the NBC Television Network (the "NBC O&O stations"). My division of NBCU is sometimes referred to as "NBCU TV Networks Distribution." I also supervise members of the NBCU TV Networks Distribution sales team in negotiating these agreements. I am offering this declaration in support of the comments of NBCU and NBC Telemundo License Co. in the Federal Communications Commission's proceeding entitled "Review of the Commission's Program Access Rules and Examination of Programming Tying Arrangements."

1. I joined NBCU in July 1996 as Director of Finance for NBCU TV Networks Distribution and have held a number of positions within the division since then. In 1999, I became Vice President of Strategy and Alternative Distribution for NBCU TV Networks Distribution. In 2001, I became Vice President of Sales and Strategy, a position I held until 2006, when I was promoted to my current position.

2. In our negotiations with MVPDs, we are guided by the principle and perspective that the MVPD is our customer, not an adversary, and that the agreement we reach should be mutually beneficial. Our MVPD customers need content that will attract subscribers, and we need distribution outlets for our content. Our sales team works hard to develop strong and positive relationships with the companies that distribute our content. This is a constant process that involves ongoing dialogue between the sales team and the MVPD representatives about our various products, including the established linear networks (such as USA, MSNBC and CNBC), our new linear networks (such as Chiller, Sleuth and Universal HD) and our new non-linear service offerings, such as FOD and VOD.

3. When formal negotiations commence for a new agreement - whether to replace an expiring agreement, to offer a new service or product or to enter into an agreement with a new MVPD - we generally start the process by submitting a written proposal that includes all of our cable networks and non-linear services, as well as special programming opportunities for the MVPD, such as NBCU's Olympics coverage. The written proposal sets forth proposed per-subscriber rates for each linear cable network separately. These rates are based on a number of factors, including our assessment of the fair market value of each network and the number of subscribers to whom the MVPD is committing to deliver the network ("penetration levels"). For MVPDs operating in one or more of the 10 markets served by the NBC O&O stations, the proposal also includes retransmission consent for those stations. We do not negotiate retransmission consent for the approximately 200 non-owned NBC-affiliated stations.

4. Beginning with the initial round of retransmission consent negotiations in 1993, MVPDs have made it clear to us that they do not want us to set forth in the proposals or the agreements a separate per-subscriber rate for the right to retransmit the O&O stations. Therefore, for agreements covering one or more of these 10 markets, we include the value of the stations in the proposed rates for the other services. We have been asked very rarely to break out the rates for the broadcast stations and offer a standalone price for retransmission consent, but we are willing to do so if requested by the MVPD at a rate that reflects the market value of those signals on a standalone basis.

5. We are also willing to offer our non-broadcast networks on a standalone basis (except with respect to the HD simulcast versions of our SD networks) if requested by the operator at a rate that reflects the market value of those networks on a standalone basis.

6. The operators typically respond to our written proposal with a counterproposal that may seek to adjust the rates, the number of networks to be carried, the penetration levels or a combination of these elements. The obligation then falls on us to develop a revised proposal that may include such adjustments, as well as other incentives to come to an agreement. This back-and-forth process, which may involve numerous cycles, is typical of our negotiations with MVPDs.

7. We offer discounts to MVPDs who agree to carry multiple networks in order to gain broader distribution of our networks.

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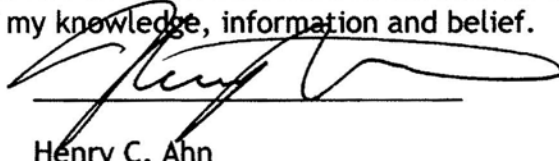
8. We sometimes offer other incentives to MVPDs, such as marketing support, to encourage them to carry our new and less penetrated networks.

9. The penetration level for each network is a key negotiating point in our carriage agreements with MVPDs, because all of our linear networks are advertiser-supported and ad rates are based on potential viewers (i.e., number of subscribers) rather than actual viewing. Broader carriage of the networks therefore results in increased advertising revenues, which in turn helps to keep down per-subscriber costs. Although we would prefer to have each of our networks distributed to the largest possible audience, which generally means the most widely subscribed tier, we are not always able to achieve this in our negotiations with MVPDs. As a result, some of our networks are carried on the most widely subscribed tiers, while others are not.

10. We have carriage agreements in place with the National Cable Television Cooperative ("NCTC") for our cable networks. NCTC's members can elect to sign onto these agreements, in which case they accept the terms and conditions negotiated by NCTC, or they can choose to negotiate with us directly. With respect to NCTC agreements that cover more than one of our networks, a member who signs on to such an agreement may pick and choose which of those networks to carry and will be subject to the NCTC-negotiated terms and conditions applicable to each network it chooses to carry. Because NCTC's members typically have not been located in the 10 markets served by the NBC O&O stations, the NCTC agreement currently does not

cover retransmission consent for the O&O stations. We separately negotiate retransmission consent with NCTC's members in exchange for other forms of in-kind consideration, such as an agreement to launch a new network not covered by the particular NCTC agreement or to move a network to a more favorable tier.

I declare under penalty of perjury that the factual information contained herein is accurate and complete to the best of my knowledge, information and belief.

A handwritten signature in black ink, appearing to read 'Henry C. Ahn', is written over a horizontal line.

Henry C. Ahn  
Executive Vice President, TV Networks  
Distribution  
NBC Universal, Inc.

Dated: January 4, 2008